

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

SABINE OIL & GAS CORPORATION, *et al.*,¹

Debtors.

) Chapter 11

) Case No. 15-11835 (SCC)

) (Jointly Administered)

DECLARATION OF DISINTERESTEDNESS

I, Thomas K. Dougherty, declare under penalty of perjury:

1. I am a Shareholder and Vice President of Dougherty Law Firm, P.C., located at 100 East Ferguson, Suite 1106, Tyler, Texas 75702, (the "Firm").

2. Sabine Oil & Gas Corporation and certain of its affiliates, as debtors and debtors in possession (collectively, "Sabine" or the "Debtors"), have requested that the Firm provide **Title Examination** services to the Debtors, and the Firm has consented to provide such services.

3. The Firm may have performed services in the past, may currently perform services and may perform services in the future, in matters unrelated to these chapter 11 cases, for persons that are parties in interest in the Debtors' chapter 11 cases. The Firm does not perform services for any such person in connection with these chapter 11 cases, or have any relationship with any such person, their attorneys or accountants that would be adverse to the Debtors or their estates.

4. As part of its customary practice, the Firm is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be employed by the Debtors, claimants and parties-in-interest in these chapter 11 cases.

5. Neither I nor any principal, partner, director, officer, etc. of, or professional employed by the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principal and regular employees of the Firm.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, include: Sabine Oil & Gas Corporation (4900); Giant Gas Gathering LLC (3438); Sabine Bear Paw Basin LLC (2656); Sabine East Texas Basin LLC (8931); Sabine Mid-Continent Gathering LLC (6085); Sabine Mid-Continent LLC (6939); Sabine Oil & Gas Finance Corporation (2567); Sabine South Texas Gathering LLC (1749); Sabine South Texas LLC (5616); and Sabine Williston Basin LLC (4440). The location of Debtor Sabine Oil & Gas Corporation's corporate headquarters and the Debtors' service address is: 1415 Louisiana, Suite 1600, Houston, Texas 77002.

6. Neither I nor any principal, partner, director, officer, etc. of, or professional employed by, the Firm, insofar as I have been able to ascertain, holds, or represents any interest adverse to the Debtors or their estates with respect to the matter(s) upon which this Firm is to be employed.

7. The Debtors owe the Firm \$64,910.00 for pre-petition services, the payment of which is subject to limitations contained in the United States Bankruptcy Code, 11 U.S.C. §§ 101, *et seq.* A summary of these invoices is attached as Exhibit "A". The Debtors owe the Firm \$113,750.00 for post-petition services. A summary of these invoices is attached as Exhibit "B".

8. As of the Petition Date, the Firm **was not** party to an agreement for indemnification with certain of the Debtors.

9. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of that inquiry, or at any time during the period of its employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Declaration.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Dated: October 26, 2015

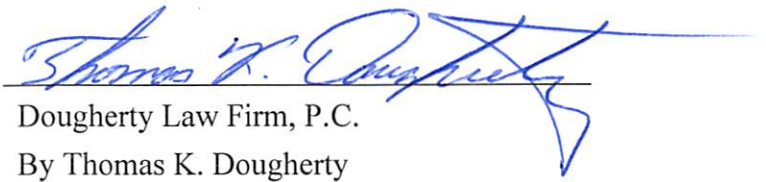

Dougherty Law Firm, P.C.
By Thomas K. Dougherty
Shareholder and Vice President

Exhibit "A"
Summary of Pre-Petition Open Invoices

Type	Date	Num	Memo	Open Balance	Subtotal
Invoice	02/13/2015	9701		2,800.00	2,800.00
Invoice	02/24/2015	9704		4,000.00	6,800.00
Invoice	03/04/2015	9720		2,800.00	9,600.00
Invoice	03/12/2015	9723		3,500.00	13,100.00
Invoice	03/12/2015	9724		3,200.00	16,300.00
Invoice	06/15/2015	9889		2,000.00	18,300.00
Invoice	06/17/2015	9891		2,000.00	20,300.00
Invoice	06/18/2015	9893		3,750.00	24,050.00
Invoice	06/18/2015	9896		4,400.00	28,450.00
Invoice	06/18/2015	9897		2,500.00	30,950.00
Invoice	06/22/2015	9901		1,500.00	32,450.00
Payment	06/29/2015	407805	Credit	(200.00)	32,250.00
Invoice	07/01/2015	9904		3,250.00	35,500.00
Invoice	07/01/2015	9905		3,000.00	38,500.00
Invoice	07/01/2015	9906		3,450.00	41,950.00
Invoice	07/02/2015	9909		2,900.00	44,850.00
Invoice	07/07/2015	9911		4,250.00	49,100.00
Invoice	07/09/2015	9914		2,750.00	51,850.00
Invoice	07/13/2015	9915		3,950.00	55,800.00
Invoice	07/16/2015	9876	NSF Check	4,255.00	60,055.00
Invoice	07/16/2015	9886	NSF Check	4,855.00	64,910.00
				<u>\$64,910.00</u>	

Exhibit "B"
Summary of Post-Petition Open Invoices
As of October 21, 2015

<u>Type</u>	<u>Date</u>	<u>Num</u>	<u>Memo</u>	<u>Open Balance</u>	<u>Subtotal</u>
Invoice	07/30/2015	9945		4,500.00	4,500.00
Invoice	08/25/2015	9960		4,250.00	8,750.00
Invoice	09/01/2015	9968		3,500.00	12,250.00
Invoice	09/03/2015	9972		4,200.00	16,450.00
Invoice	09/04/2015	9974		2,750.00	19,200.00
Invoice	09/10/2015	9977		3,900.00	23,100.00
Invoice	09/14/2015	9978		2,250.00	25,350.00
Invoice	09/14/2015	9979		2,200.00	27,550.00
Invoice	09/14/2015	9980		2,600.00	30,150.00
Invoice	09/15/2015	9983		1,500.00	31,650.00
Invoice	09/21/2015	9989		6,500.00	38,150.00
Invoice	09/22/2015	9991		1,500.00	39,650.00
Invoice	09/22/2015	9994		4,400.00	44,050.00
Invoice	09/23/2015	9996		1,500.00	45,550.00
Invoice	09/25/2015	10000		4,400.00	49,950.00
Invoice	09/29/2015	10005		2,700.00	52,650.00
Invoice	09/29/2015	10006		1,450.00	54,100.00
Invoice	10/02/2015	10011		3,500.00	57,600.00
Invoice	10/07/2015	10014		14,400.00	72,000.00
Invoice	10/08/2015	10016		3,500.00	75,500.00
Invoice	10/09/2015	10017		3,450.00	78,950.00
Invoice	10/09/2015	10018		1,400.00	80,350.00
Invoice	10/12/2015	10020		5,250.00	85,600.00
Invoice	10/13/2015	10022		3,750.00	89,350.00
Invoice	10/14/2015	10025		1,700.00	91,050.00
Invoice	10/14/2015	10026		3,100.00	94,150.00
Invoice	10/15/2015	10028		9,500.00	103,650.00
Invoice	10/15/2015	10029		2,000.00	105,650.00
Invoice	10/20/2015	10031		2,300.00	107,950.00
Invoice	10/20/2015	10032		1,600.00	109,550.00
Invoice	10/21/2015	10036		3,500.00	113,050.00
Invoice	10/21/2015	10038		700.00	113,750.00
				<u>\$113,750.00</u>	